

Please note that this is the English translation of the original notice which is written in Japanese; therefore, in the event of any conflict between the Japanese original and this English translation, the Japanese original shall be controlling in all respects.

(TSE Code 4185)

June 16, 2009

Dear Shareholders,

Notice of the Resolution of the 64th Ordinary General Meeting of Shareholders

of

JSR Corporation

We are pleased to inform you that the following items were reported and resolved at the 64th Ordinary General Meeting of Shareholders of JSR Corporation (“the Meeting”) held on June 16, 2009:

Sincerely,

Mitsunobu Koshiha
President & Representative Director
JSR Corporation
1-9-2, Higashi-Shinbashi,
Minato-ku, Tokyo

1. Matters to be Reported

Each of the following items were duly reported at the Meeting:

- (1) Business Report, Consolidated Financial Statements, and audit reports thereon by the Accounting Auditors and the Board of Corporate Auditors for the 64th Fiscal Term (April 1, 2008 - March 31, 2009)
- (2) Financial Statements for the 64th Fiscal Term.

2. Matters to be resolved

Proposal 1. Appropriation of retained earnings for the 64th Fiscal Term

The Meeting resolved and duly approved the proposal as presented.

16 yen per share was approved as the year-end dividend.

As a result, annual dividend for the fiscal year will be 32 yen per share when combined with the interim dividend.

Proposal 2. Partial Amendments to the Articles of Incorporation

The Meeting resolved and duly approved the proposal as presented.

Details of the amendment approved are as follows:

(Underlines indicate amended sections)

Current Articles of Incorporation	Proposed Amendments
<p>(Location of Head Office) Article 3. The head office of the Company shall be located in <u>Chuo</u>-ku, Tokyo, Japan.</p> <p>Article 4. through Article 6. (Text Omitted)</p> <p><u>(Issuance of Share Certificates)</u> <u>Article 7.</u> <u>The Company shall issue share certificates for the shares of the Company.</u></p> <p>(Purchase of Its Own Shares) Article <u>8</u>. (Text omitted)</p> <p><u>(Amount of Unit Shares and Non-Issuance of Share Certificates for Fractional Unit Shares)</u> Article <u>9</u>. The Unit Shares of the Company shall be one hundred (100) shares. <u>2. Notwithstanding Article 7 above, the Company shall not issue any share certificates for fractional unit shares.</u></p> <p>(Rights of Fractional Unit Shares) Article <u>10</u>. Shareholders of the Company <u>(including beneficial shareholders, the same will apply hereinafter)</u> may not exercise any other rights than those stated below, in regard to fractional unit shares. (1) The rights stipulated in each of the items of Paragraph 2 of Article 189 of the Corporation Law; (2) The rights to claim as stipulated in Paragraph 1 of Article 166 of the Corporation Law; (3) The right to receive the allotment of offered shares and stock acquisition rights proportionate to the number of shares held by the respective shareholder;</p> <p>(Rules for Handling Shares) Article <u>11</u>. Procedures for handling shares of the Company and fees thereof shall be, other than those provided for by laws and ordinances, or by these Articles of Incorporation, set forth in the Rules for Handling Shares established by the Board of Directors.</p>	<p>(Location of Head Office) Article 3. The head office of the Company shall be located in <u>Minato</u>-ku, Tokyo, Japan.</p> <p>Article 4. through Article 6. (Text unchanged)</p> <p>(Deleted)</p> <p>(Purchase of Its Own Shares) Article <u>7</u>. (Text unchanged)</p> <p>(Amount of Unit Shares) Article <u>8</u>. The Unit Shares of the Company shall be one hundred (100) shares. (Paragraph 2. Deleted)</p> <p>(Rights of Fractional Unit Shares) Article <u>9</u>. Shareholders of the Company may not exercise any other rights than those stated below, in regard to fractional unit shares. (1) through (3) (Text unchanged)</p> <p>(Rules for Handling Shares) Article <u>10</u>. Procedures <u>for exercising the rights of the shareholders and other procedures</u> for handling shares of the Company and fees thereof shall be, other than those provided for by laws and ordinances, or by these Articles of Incorporation, set forth in the Rules for Handling Shares established by the Board of Directors.</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Shareholder Register Administrator) Article <u>12</u>. The Company shall have a shareholder register administrator. 2. The shareholder register administrator and its business office shall be determined by the resolution of the Board of Directors and shall be announced by public notice. 3. The preparation and maintenance of the shareholder register of the Company (<u>including the beneficiary shareholder register, the same will apply hereafter</u>), the register for stock acquisition rights and the register of lost share certificates and other affairs in connection with such register shall be entrusted to the shareholder register administrator and shall not be handled by the Company.</p> <p>Article <u>13</u> through Article <u>37</u> (Text omitted)</p> <p>(Added)</p>	<p>(Shareholder Register Administrator) Article <u>11</u>. The Company shall have a shareholder register administrator. 2. The shareholder register administrator and its business office shall be determined by the resolution of the Board of Directors and shall be announced by public notice. 3. The preparation and maintenance of the shareholder register of the Company <u>and</u> the register for stock acquisition rights and other affairs in connection with such registers shall be entrusted to the shareholder register administrator and shall not be handled by the Company.</p> <p>Article <u>12</u> through Article <u>36</u> (Text unchanged)</p> <p><u>SUPPLEMENTARY PROVISIONS</u></p> <p><u>Article 1.</u> <u>Preparation and maintenance of the register of lost share certificates of the Company and other affairs relating to the register of lost share certificates shall be handled by the shareholder register administrator and not by the Company.</u></p> <p><u>Article 2.</u> <u>These Supplementary Provisions are effective until January 5, 2010, and shall be deleted as of January 6, 2010.</u></p>

Proposal 3. Election of 9 Directors

The Meeting resolved and approved the proposal as presented.

Messrs. Yoshinori Yoshida, Tsugio Haruki, Seiichi Hasegawa, Masaki Hirose, Hozumi Sato, Yasuki Sajima, Koichi Kawasaki, Hisao Hasegawa and Mistunobu Koshiba, were appointed as Directors of the Company.

Proposal 4. Election of 3 Corporate Auditors

The Meeting resolved and duly approved the proposal as presented.

Messrs. Yoshio Tamaki, Hiroichi Uekusa and Nobuko Kato were appointed as Corporate Auditors of the Company.

Note: Messrs. Uekusa and Kato are outside Corporate Auditors as stipulated in the Corporation Law.

Proposal 5. Payment of Bonus to Directors

The meeting resolved and duly approved the proposal as presented.

The Company will pay bonuses in a total amount for ¥ 85 million to nine Directors incumbent as of the end of the Fiscal Term.

Upon the resolution of the meeting of Board of the Directors of the Company held immediately after the Meeting, the following representative and senior directors are appointed and assumed the office:

Yoshinori Yoshida,	Chairman, Representative Director
Mistunobu Koshiba,	President, Representative Director
Tsugio Haruki,	Senior Managing Director
Seiichi Hasegawa ,	Senior Managing Director
Masaki Hirose ,	Managing Director
Hozumi Sato,	Managing Director
Yasuki Sajima,	Managing Director

Upon resolution of the Board of Corporate Auditors, Mr. Yoshio Tamaki was appointed as a Full-time Corporate Auditor and assumed the office.

Payment of Dividend

Please receive the dividend for the 64th Fiscal Year to be paid out during the pay-out period commencing on June 17, 2009 and ending on July 17, 2009 at your nearby branch or local office of Japan Post Bank or post office (bank agent) in accordance with instructions in the enclosed receipt of year-end dividend.

Please refer to the enclosed payment statement for the year-end dividend and the bank account information for receipt of the dividend if you have already designated a specific account to which we should transfer the dividend.

Please refer to the enclosed payment statement for the year-end dividend and the information as to how to receive the dividend if you have already designated the newly introduced dividend receiving method in which dividend are distributed to each of your accounts in proportion to the numbers of the shares held at the accounts.